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**GENERAL SIGNAL ANNUAL REPORT 1973**





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## **Cover**

Man's urgent need to provide ever-increasing quantities of clean water is dramatized by this striking view of a General Signal master control console at work in a New Jersey water treatment plant.

## **Annual Meeting**

The 1974 annual meeting of stockholders will be held on Friday, April 19, 1974, at 280 Park Avenue (Street Level), New York City, beginning at 11:00 A.M.

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1973 was a milestone year for our society and for the key *social capital goods* markets served by General Signal. In terms of Federally funded support, our nation's commitment to solving the critical problems of water pollution and transportation soared to an annual all-time high of more than \$4 billion and is expected to climb higher in the future. As America's

foremost *social capital goods* company . . . a leader in water pollution control equipment and controls for rails and rapid transit . . . a major supplier of controls for air traffic and life-safety and property protection . . . General Signal is playing a major role in meeting this growing national commitment.

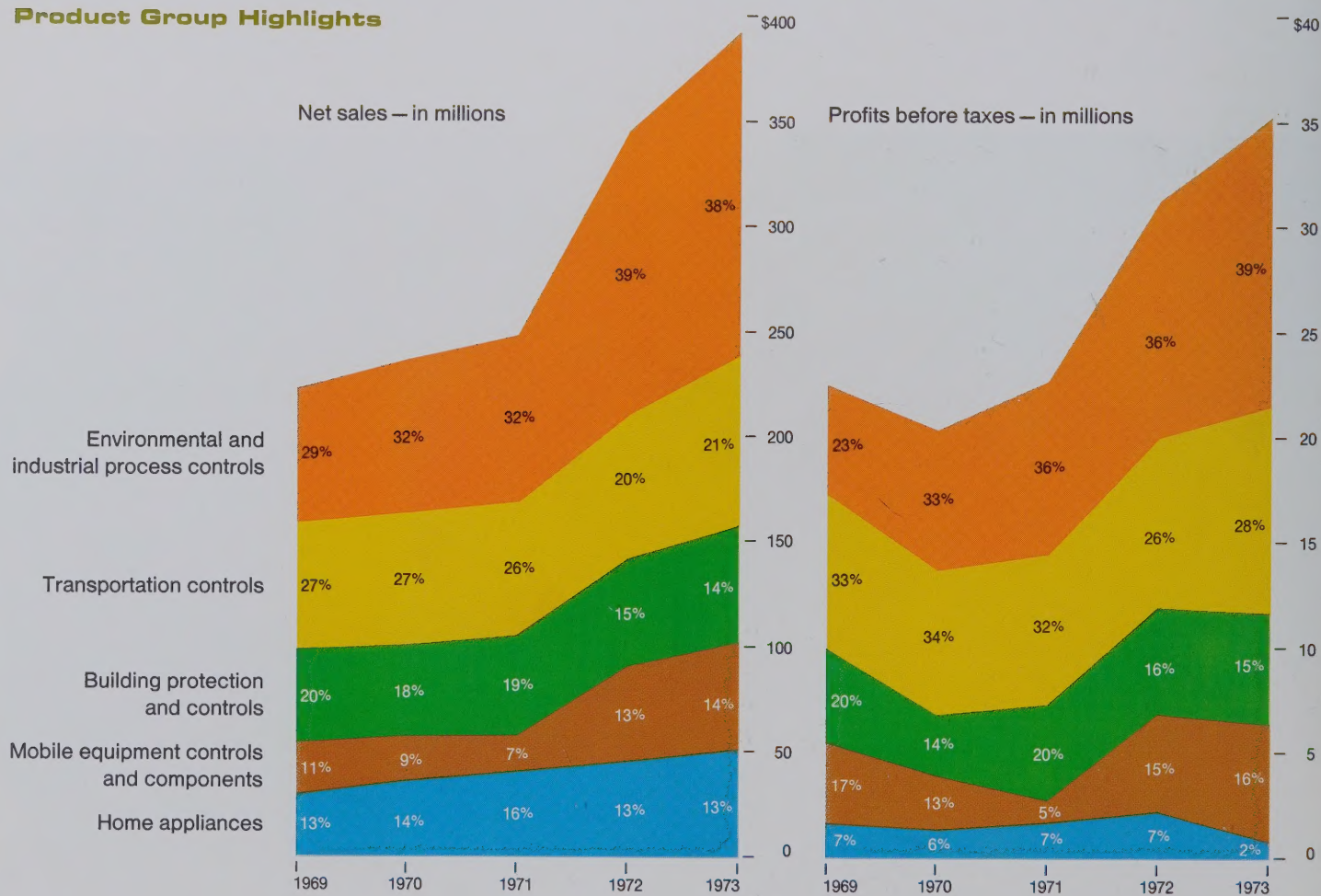




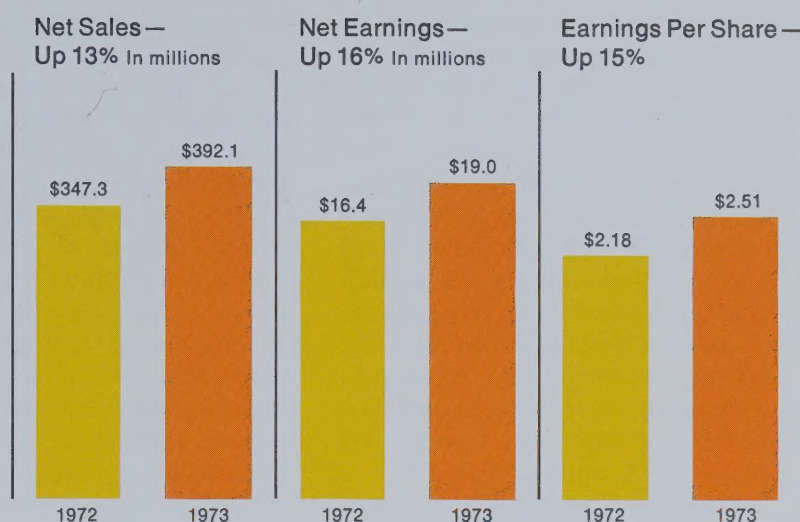
## Highlights of the Year

	1973	1972
Net sales . . . . .	\$392,122,000	\$347,328,000
Net earnings . . . . .	18,993,000	16,438,000
Fully diluted earnings per share . . . . .	2.51	2.18
Dividends paid per common share . . . . .	.648	.618
Total assets . . . . .	274,328,000	220,362,000
Stockholders' equity . . . . .	168,146,000	153,005,000
Average common shares . . . . .	7,575,000	7,547,800

## Product Group Highlights







<b>PRODUCT GROUP HIGHLIGHTS</b>	<u>1973</u>	<u>1972</u>	<u>1971</u>	<u>1970</u>	<u>1969</u>
<b>Net sales</b>					
Environmental and industrial process controls . . . . .	<b>\$148,400,000</b>	\$134,100,000	\$ 81,300,000	\$ 75,000,000	\$ 65,500,000
Transportation controls . . . . .	<b>81,500,000</b>	71,000,000	64,800,000	64,100,000	61,400,000
Building protection and controls . . . . .	<b>55,900,000</b>	50,600,000	47,600,000	43,100,000	44,100,000
Mobile equipment controls and components . . . . .	<b>53,800,000</b>	46,100,000	18,100,000	21,300,000	24,500,000
Home appliances . . . . .	<b>52,500,000</b>	45,500,000	38,400,000	34,300,000	28,800,000
Total . . . . .	<b>\$392,100,000</b>	\$347,300,000	\$250,200,000	\$237,800,000	\$224,300,000

<b>Profits before taxes</b>					
Environmental and industrial process controls . . . . .	<b>\$ 13,900,000</b>	\$ 11,500,000	\$ 8,300,000	\$ 6,850,000	\$ 5,200,000
Transportation controls . . . . .	<b>9,800,000</b>	8,000,000	7,050,000	6,950,000	7,400,000
Building protection and controls . . . . .	<b>5,400,000</b>	5,000,000	4,550,000	2,750,000	4,500,000
Mobile equipment controls and components . . . . .	<b>5,400,000</b>	4,600,000	1,200,000	2,600,000	3,700,000
Home appliances . . . . .	<b>700,000</b>	2,200,000	1,600,000	1,200,000	1,600,000
Total . . . . .	<b>\$ 35,200,000</b>	\$ 31,300,000	\$ 22,700,000	\$ 20,350,000	\$ 22,400,000

Note: All amounts have been restated to reflect 1971, 1972 and 1973 poolings of interests.



## TO THE SHAREHOLDERS:

1973 was another good year for General Signal. Responding to increasing demand from our major markets—including water pollution control, transportation, life-safety and building protection—sales, net income and earnings per share all attained new highs.

Sales for 1973 increased 13 percent to a record \$392,122,000 and net income rose 15.5 percent to a new high of \$18,993,000. Fully diluted earnings per share recorded another 15 percent increase and were \$2.51 compared to the \$2.18 reported for 1972.

Contributing significantly to these gains were General Signal's three *social capital goods* groups—environmental and industrial process controls, transportation controls and building protection and controls. Aggregate sales for these groups climbed to \$285,818,000, or 73 percent of the corporate total. These groups contributed 82 percent of total before-tax profits, up from 78 percent in the previous year.

Increased sales and earnings were also generated by the mobile equipment controls and components group, while the home appliances group registered a decline in earnings despite a substantial sales increase.

A strong performance was provided by the environmental and industrial process controls group in 1973. Deliveries of controls, systems and other specialized equipment to the industrial process and water and wastewater treatment markets rose approximately 11 percent, and earnings before taxes increased 21 percent. Demand from the chemical, pulp and paper, power generating, oil refining and mining industries was particularly strong. Sales to water and wastewater treatment mar-

kets continued rising, although the strong underlying demand in this market was held in check by the delayed effect of the low level of Federal assistance to municipalities for water pollution control that prevailed during 1972.

The transportation controls group achieved a 22 percent increase in before-tax earnings on a 15 percent gain in sales. For the first time, results of the transportation controls group include those of the air traffic and shipboard controls product lines previously reported separately. Comparative results include the two groups combined for all years shown.

The transportation group's excellent results were aided by increased capital outlays to modernize and upgrade the nation's railroads, and an expanding investment in rail mass transit systems and personal rapid transit systems. Air traffic controls sales and earnings declined, reflecting a lower level of military business. Responding to increased emphasis on civilian and overseas markets, incoming orders for air traffic and weather sensing equipment substantially outpaced shipments.

Contributing to the higher sales and earnings of the building protection and controls group in 1973 was a high rate of non-residential construction and growing awareness of the need to provide improved safeguards for property and human life. The latter concern was reflected in regulations tightening the requirements of the Federal Occupational Safety and Health Act and in the enactment of stringent local fire-safety codes.

Results for the non-social capital goods segments of General Signal's business—mobile equipment controls and components and home appliances—were mixed. Sales and earnings of the mobile equipment controls and compo-

nents group rose in response to heightened demand for components from an active automotive and truck industry and to increasing requirements for fluid power controls from off-the-road equipment producers.

Home appliance sales were higher in 1973, reflecting increased consumer purchases of floor-care appliances but before-tax profits declined substantially as a result of losses from operations at the Iona kitchen appliance plant in Manchester, Connecticut. These losses included costs anticipated in connection with the decision announced in mid-February to close the Iona unit and transfer certain of its production equipment to other General Signal locations. The appliance group will concentrate its United States activities on Regina's fast-growing floor-care lines and on expanding production of electric motors and motor-blower units to meet increasing demand.

In 1974, sales of mobile equipment controls and components will be affected by a significant decline in automobile and truck production, although rising shipments of fluid power controls are expected as the result of new applications and increasing market penetration.

Home appliance sales may decrease in response to a predicted lower level of consumer spending, but profits of this group should improve as a result of the elimination of losses from United States manufacture of kitchen appliances.

In recognition of continued growth in earnings, the board of directors on October 18 raised the quarterly dividend to 17.5 cents effective with the January 2 payment. This represents an increase of 8 percent over the 16.2 cents paid previously.

Major developments in the areas of General Signal's *social capital*



*goods* involvement in 1973 appear to have paved the way for substantial expansion of this business over both the near and long term. In July, the Environmental Protection Agency announced that construction grants for water and wastewater treatment facilities mounted to \$3.1 billion in the Federal fiscal year ended June 30, 1973, a three-fold increase over the grants of the prior year. These grants are expected to be at the same high rate in the fiscal year ending June 30, 1974. The Nixon Administration has budgeted an increase to \$4 billion for fiscal 1975. In addition, the Environmental Protection Agency has doubled to \$36 billion its estimate of the amount the nation needs to spend on municipal wastewater treatment plants and interceptor sewers to meet clean water standards now on the books. We further expect that industry will invest many additional billions in water pollution control facilities

over the next three years to meet EPA requirements that it have the best practicable control technology for industrial waste treatment in place by 1977.

The past year has been equally historic in terms of increased support for rail transportation, both freight and mass transit. In recent months long-delayed Congressional action to restructure the northeast railroads and to open up the Highway Trust Fund to use by mass transit was at last forthcoming, and the Nixon Administration has proposed legislation to increase Federal assistance to mass transit and mainline railroads and to create a more favorable regulatory climate for improvement of railroad profitability.

Further reinforcing 1974 prospects for our *social capital goods* areas, non-residential construction starts rose 18 percent last year from the 1972 level and there was an acceleration of the trend

toward increasingly strict Federal and local standards for safety in factories and public buildings.

The anticipated softening in demand for home appliances and the depressed automobile market should be more than offset by the momentum in our *social capital goods* areas and the strong market predicted for durable capital goods generally. Although the outlook is not clear as to the effects of the energy crisis on General Signal's ability to meet increasing demands for its *social capital goods*, we believe 1974 will be another good year for General Signal.

*Nathan R. Owen*

CHAIRMAN

*Harold A. Strickland, Jr.*

PRESIDENT



Nathan R. Owen, left, and Harold A. Strickland, Jr., photographed on a visit to the construction site of General Signal's now completed plant in West Warwick, R. I., the largest facility ever designed for the manufacture of water pollution control equipment.



**GENERAL SIGNAL—  
FIVE PRODUCT GROUPS  
THAT SERVE  
SOCIETY'S NEEDS**

**Environmental and Industrial  
Process Controls**



*Primary Markets:* Municipal and industrial water and waste treatment; industrial processing.

*Products:* Instrumentation and controls, telemetering and supervisory control systems, primary flow elements, chemical feeders and weighers, metering pumps, valves and actuators, sludge treatment systems, wet waste disintegrators, effluent samplers, packaged lift stations, diatomite filters; mechanical mixers, aerators, flocculators; centrifugal, regenerative turbine, vertical turbine and high-vacuum pumps and pump systems; consistency transmitters and mass rate meters; pressure and vacuum gauges, thermometers and needle valves; chemical additives.

Sales .....	\$148,400,000	.....	+10.7%
Pretax earnings ...	\$ 13,900,000	.....	+20.9%

**Transportation Controls**



*Primary Markets:* Railroads, urban mass transit systems, airports and ships.

*Products:* Cab, wayside and centralized traffic control components and systems, pushbutton interlocking controls, operational display subsystems, signaling and protective appliances, radio remote and vehicular traffic controls; pneumatic, hydro-pneumatic and electro-hydro-pneumatic braking systems and components; radar navigation, detection and identification subsystems, ground weather monitoring systems, and microwave telephone repeater stations; interior shipboard communication systems and propulsion controls.

Sales .....	\$ 81,500,000	.....	+14.8%
Pretax earnings ...	\$ 9,800,000	.....	+22.5%



Building Protection and Controls



*Primary Markets:* Institutional, office, commercial and industrial buildings.

*Products:* Fire, intrusion and electrical malfunction detection and signaling components and systems; school and hospital communications and patient-monitoring systems; time recording and automatic parking lot control systems; electrical ground detection, surge arresting and power distribution components; outdoor illumination and display lighting.

Sales .....	\$ 55,900,000	....	+10.5%
Pretax earnings ...	\$ 5,400,000	....	+8.0%

Mobile Equipment Controls and Components



*Primary Markets:* Heavy-duty mobile construction, mining, materials-handling and agricultural equipment; aircraft; automobiles and trucks.

*Products:* Hydraulic gear pumps and motors, piston pumps and directional control valves; load sensing systems, hydrostatic transmissions and advanced fluid power systems; vehicular steering and suspension components.

Sales .....	\$ 53,800,000	....	+16.7%
Pretax earnings ...	\$ 5,400,000	....	+17.4%

Home Appliances



*Primary Markets:* Consumers and electric appliance manufacturers.

*Products:* Electric floor-care, kitchen and personal care appliances; small horsepower electric motors.

Sales .....	\$ 52,500,000	....	+15.4%
Pretax earnings ...	\$ 700,000	....	-68.2%



## ENVIRONMENTAL AND INDUSTRIAL PROCESS CONTROLS

As one of the world's foremost producers of controls, systems and equipment for water and wastewater treatment, and a supplier of related equipment for nuclear power plants and a wide range of industrial processes, General Signal benefited from the accelerating activity in these markets in 1973.

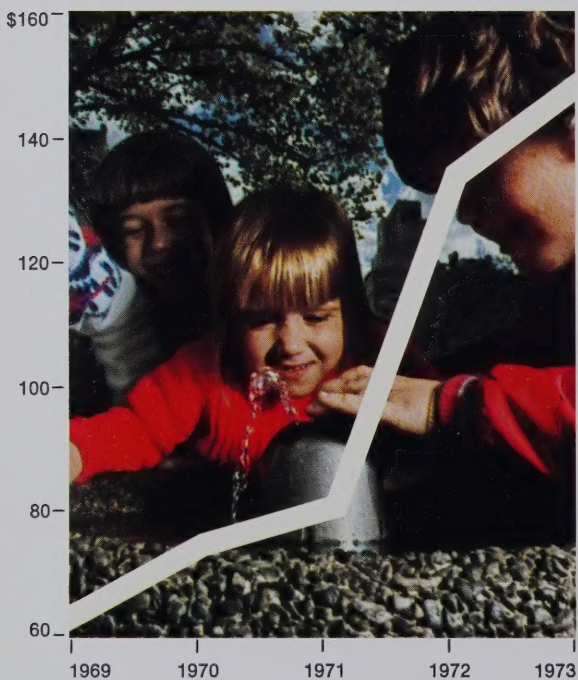
General Signal's environmental and industrial process controls products include highly engineered aerators, flocculators and mixers, specialty control valves and pumps, chemical feeders and metering pumps, pressure, temperature and flow instrumentation and supervisory control systems, advanced flow measurement devices, sludge treatment equipment, waste disintegrators, high vacuum systems and chemical additives.

Sales and earnings of the environmental and industrial process controls group in-

creased significantly in 1973. Much of the group's gains came from rising capital expenditures for industrial process equipment to expand capacity in the chemical, pulp and paper, electrical power generating, refining and mining industries. Sales for municipal wastewater treatment continued the rising pattern of recent years, but gains were limited by the delayed effects of the low level of Federal funding which existed during most of 1972. This situation was dramatically reversed in the Federal fiscal year 1973, which saw grants by the Environmental Protection Agency rise to more than \$3 billion compared to less than one billion dollars in the preceding twelve months.

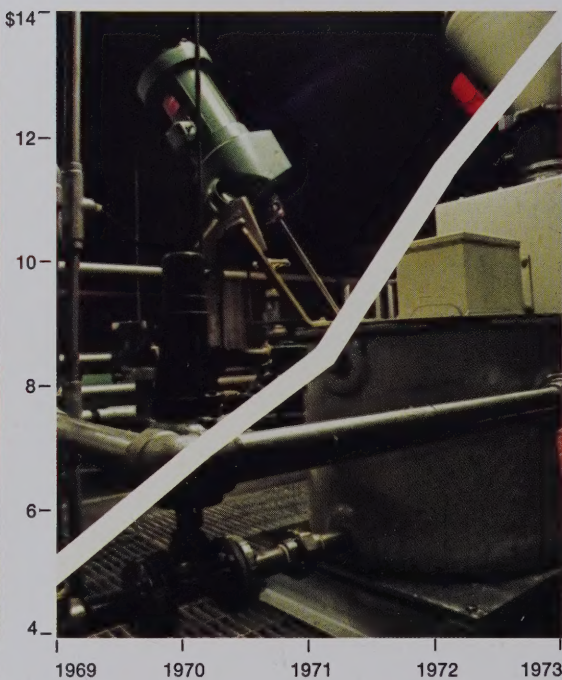
Major new water pollution control products included the unique SBF™ Flow Metering System, a device for measuring the flow of solids-bearing fluids which promises to be one of the most important products ever offered to the pollution control market by

Net sales—in millions



Children everywhere enjoy water made safe to drink by General Signal water pollution control equipment.

Profits before taxes—in millions



A chemical feeder and mixer are teamed in a municipal sewage plant to prepare chemicals that remove pollutants from wastewater.

A General Signal supervisory control system and related components in this municipal water treatment plant, right, enable two men to provide 60 million gallons of clean water a day to surrounding communities. ►





# AND SYSTEM CONTROL





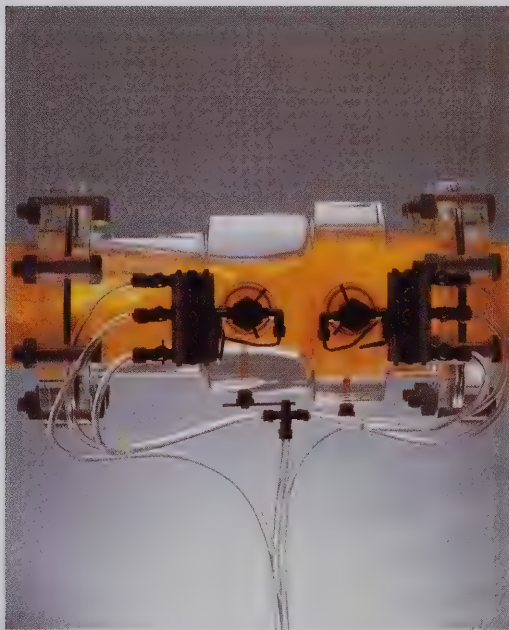
General Signal. This device combines a uniquely profiled venturi tube with a hydraulically balanced pressure sensing system completely isolated from contamination. Its trouble-free design and extraordinary accuracy have led to unprecedented acceptance from the nation's leading sanitary engineering consultants. Also introduced to the market in 1973 was a new line of sludge pumps for use in wastewater treatment applications, as well as a line of V-port control valves for the pulp and paper and other industries, and a line of high pressure butterfly valves which should find particular acceptance in the petroleum industry.

Of special significance in 1973 was the construction of a 550,000-square-foot facility in West Warwick, Rhode Island, which is the largest plant in the world designed for the manufacture of water and wastewater treatment equipment. This plant will shortly be in

full operation just in time to help General Signal meet surging demand from municipal wastewater treatment plants—demand which should accelerate in the years ahead.

The Environmental Protection Agency recently doubled to \$36 billion the figure it had given to Congress in 1971 as the amount the nation needs to spend on municipal wastewater treatment plants and interceptor sewers to meet water quality standards now on the books. The Nixon Administration has announced that it will increase to \$4 billion the amount provided in the Federal budget for grants for municipal wastewater treatment facilities in the coming fiscal year.

The effects of increased Federal funding and the high level of capital spending projected by industry should enable the environmental and industrial process controls group to continue its excellent growth rate in 1974 and the years beyond.

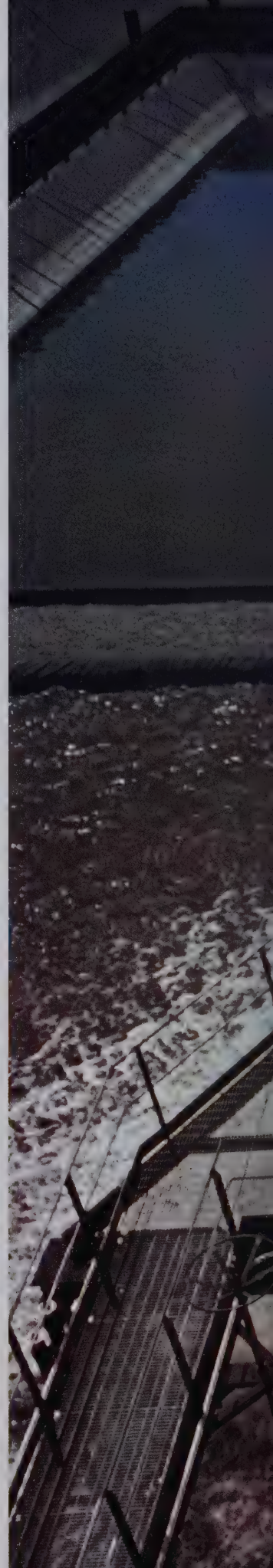


This revolutionary SBF™ Flow Metering System for liquids containing solids is the first of its type to combine accurate measurement and trouble-free "non-clog" operation.



Precise control of industrial process systems is achieved with this new V-port valve and actuator.

Air stirred into these basins by General Signal aerators, right, helps bacteria metabolize and clear organic waste from industrial wastewater. ►









## TRANSPORTATION CONTROLS

Recognition of the need for improved railroad and mass transit systems, increased emphasis on airport safety, and an improvement in domestic shipbuilding were important factors affecting the business of General Signal's transportation controls group in 1973.

General Signal has long been a leading supplier of controls and related systems for these modes of transportation. For the railroad and mass transit markets, General Signal provides a broad line of sophisticated automation, control and braking systems. Products for air traffic control include airport weather sensing and display systems and radar and secondary surveillance systems, and for the marine market, shipboard communication, control and navigation devices.

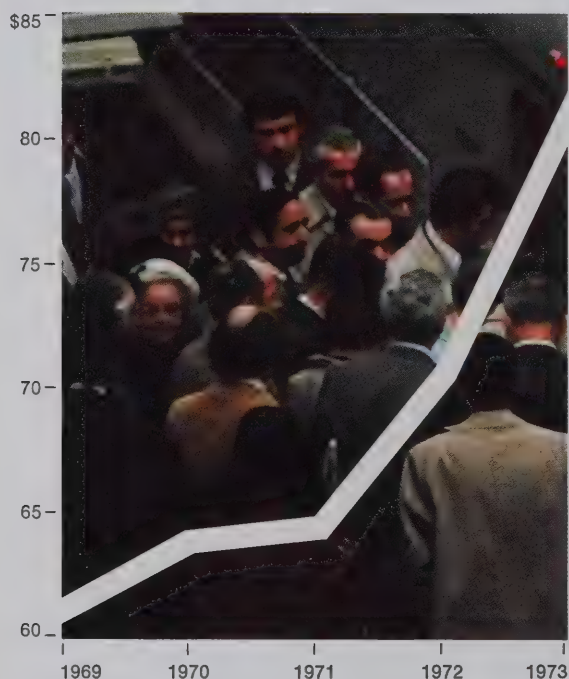
The previous practice of reporting separately the results of the air traffic and shipboard controls line because of its dependence on United States defense business, has been discontinued with this Annual Report. Redirection of marketing emphasis toward

civilian uses for these product lines has progressed to the point where it appears appropriate to combine them with our other forms of transportation controls.

1973 sales to railroad and mass transit markets rose to all time records in response to improved capital spending by railroads, increased market penetration and increasing shipments to metropolitan transit systems. Gains were substantial in both the signal and control and braking system segments of the group, with the latter benefiting from an approximately 20 percent increase in freight car purchases over the unusually low level of 1972.

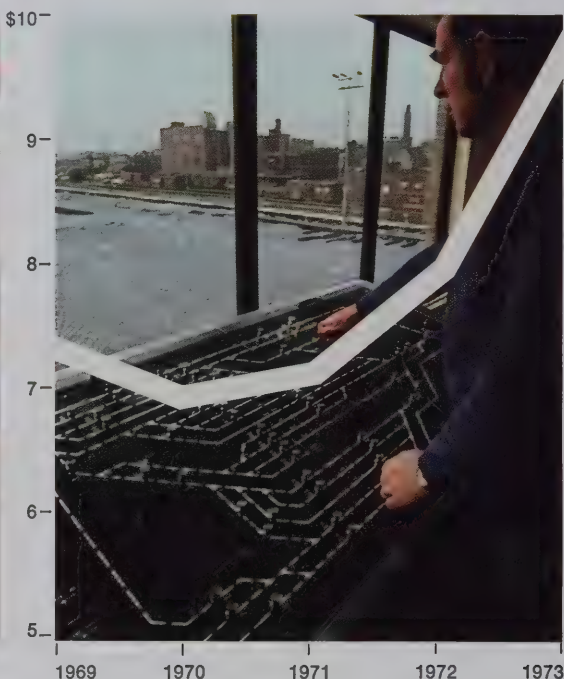
Important new contracts were booked here and abroad during the past year for both mainline railroad and mass transit projects. Included were signal and control systems for Amtrak, the Southeast Pennsylvania Transportation Authority and the New York City Transit Authority. Of particular interest was a \$5 million order from the Boeing Company for advanced braking systems for 230 Standard Light Rail Vehicles, combination subway and trolley cars initially slated for use in Bos-

Net sales—in millions



Many millions depend on mass transit control systems from General Signal to deliver them to work safely and on time.

Profits before taxes—in millions



This console will control train movements in a key maintenance yard of the new Washington, D. C., Metro rapid transit system when it begins service in 1975.

This new, 32-track car classification yard, right, in Sheffield, Ala., employs a computer-based General Signal control system to process up to 2,400 cars a day. ►







ton and San Francisco, but expected to be widely used elsewhere.

Major new installations were completed in 1973 including control systems for the Air Trans automatic "people mover" which went into commercial service at the Dallas/Fort Worth Regional Airport in January 1974, and for the new computer controlled yard of the Southern Railway at Sheffield, Alabama, designed to handle 2,400 cars daily.

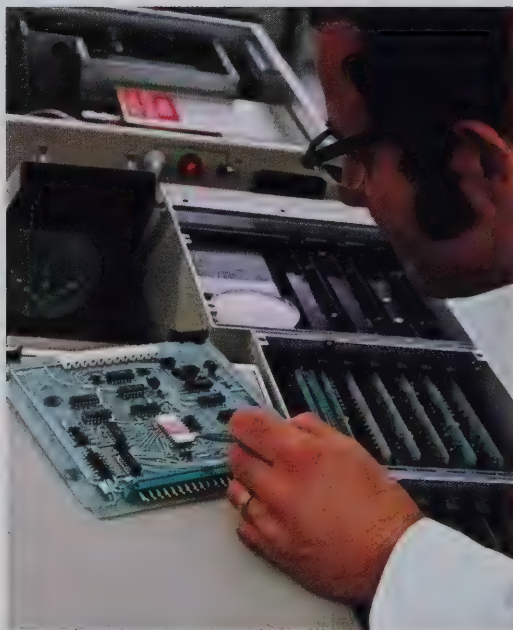
Although sales and earnings from non-rail transportation control activities declined in 1973, events during the year set the stage for considerable improvement in this area as well. Incoming orders ran well ahead of sales and included major contracts for secondary surveillance radar for the international market, automated surface weather systems, numeric display systems to augment airport radar scopes, and a motor vehicle traffic surveillance system for the City of Baltimore. With domestic shipbuilding backlogs at record levels, sales of shipboard communication, control and navigation equipment are in a rising trend.

Looking ahead, we see a period of sus-

tained growth for the transportation controls group, stimulated by increasing recognition of the role that will have to be played by rail transit in coping with the energy crisis. Using steel wheels on steel rails, a railroad train carries one ton 190 miles on a gallon of fuel. Comparable figures are 30 miles for the average truck and 60 miles for a large diesel combination.

In recent months Congress has opened up the Highway Trust Fund to use by mass transit, has provided for restructuring the northeast railroads, and has been asked by the Administration to approve a six-year, \$16-billion program to improve urban transportation including rail transit. A total of \$2.5 billion would be available under this program in the coming Federal fiscal year.

With freight car backlogs approximately 45,000 cars higher than a year ago, Commerce Department estimates of a 17 percent increase in railroad capital expenditures and rising shipments of mass transit equipment, 1974 will be another year of good growth for the transportation controls group.

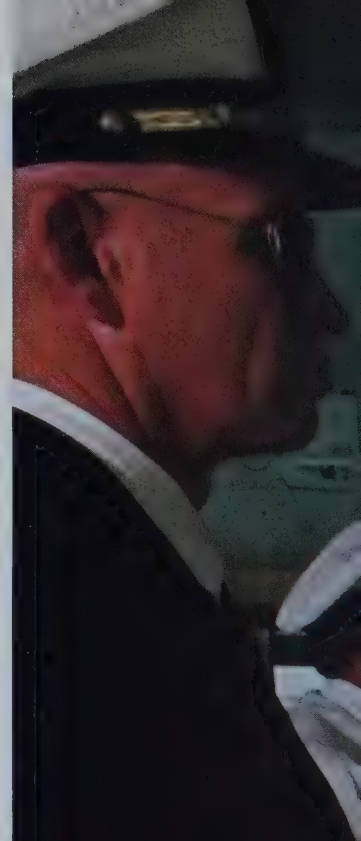


A new, high-intensity numeric display combines with radar to provide continuous information on all aircraft within 60 miles of a commercial airport.



An ultrasonic vehicle detector from General Signal, lower right, automatically changes the timing of traffic lights at major intersections in response to changes in traffic flow.

General Signal controls enable this 350-foot-long ferry, right, to transport cars and passengers safely across Puget Sound between Winslow and Seattle, Wash. ►









## BUILDING PROTECTION AND CONTROLS

General Signal's building protection and controls group experienced good growth in 1973. A favorable environment for its life-safety and property protection products was created by a buoyant non-residential construction market and increased emphasis by Federal, state and local governments on safety and health standards for factories, institutions, and public buildings.

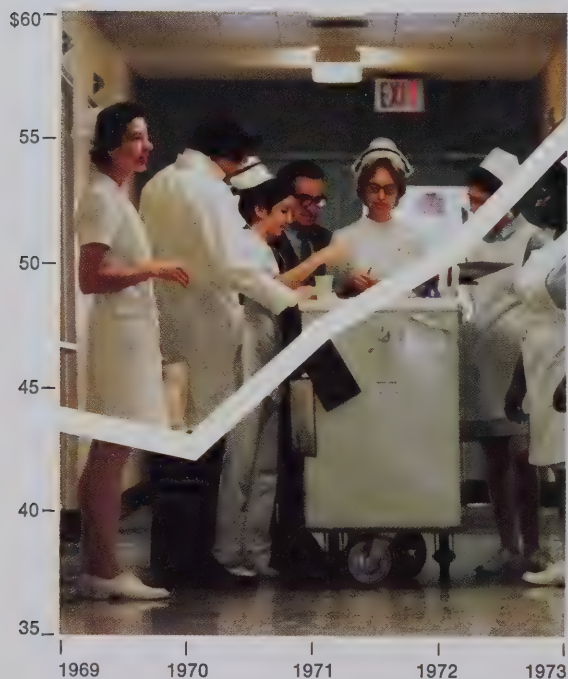
General Signal supplies a broad line of life-safety, property protection, interior communications and other devices for these markets, including systems that detect smoke, fire, unauthorized intrusion, and hazardous electrical conditions in commercial structures, schools, nursing homes, hospitals and government buildings. Other products include hospital communications systems, automatic personnel recording and parking lot systems, outdoor lighting and devices for

electrical power distribution.

1973 saw the introduction of several new products including a pay-telephone burglar alarm, a low-cost time recorder and a variety of devices designed to meet safety standards established under the authority of the Federal Occupational Safety and Health Act. Typical of these was a new vehicular back-up alarm being supplied to improve safety on off-the-road trucks and construction vehicles. An important new fire-safety system which combines a solid-state fire detection and alarm capability with a fire-fighting communications system was also unveiled.

The 18 percent increase in non-residential construction starts last year and the rising proportion of construction dollars going to life-safety and building protection systems, coupled with expanding requirements for such systems in existing structures, should enable the building protection and controls group to record further gains in 1974.

Net sales—in millions



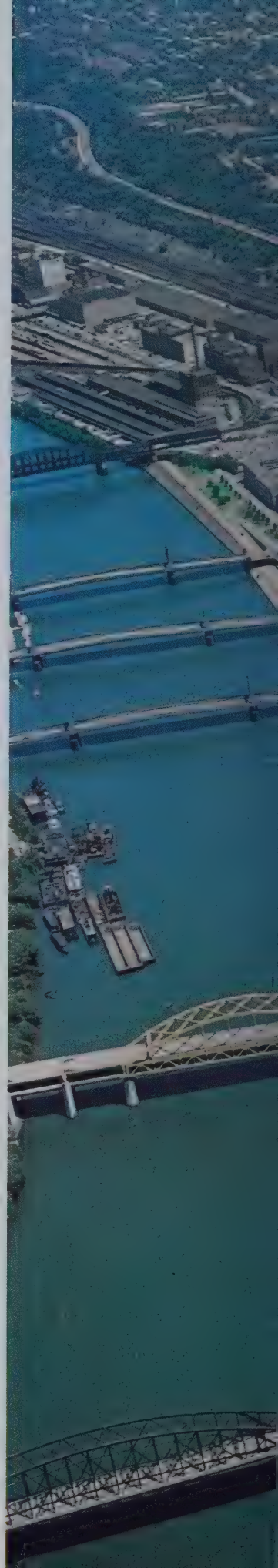
General Signal's life-safety and property protection systems find wide application in hospitals and nursing homes.

Profits before taxes—in millions



New automatic badge recording systems afford greater personnel mobility and more efficient payroll preparation.

Fire detection and alarm systems from General Signal protect 55 key office, educational and commercial buildings seen in this aerial view, right, of Pittsburgh's famous "Golden Triangle."









## MOBILE EQUIPMENT CONTROLS AND COMPONENTS

Strong demand from the automobile and truck industry as well as from manufacturers of off-the-road vehicles for mining, agriculture, materials handling and construction set the stage for outstanding performance in 1973 for General Signal's mobile equipment controls and components group.

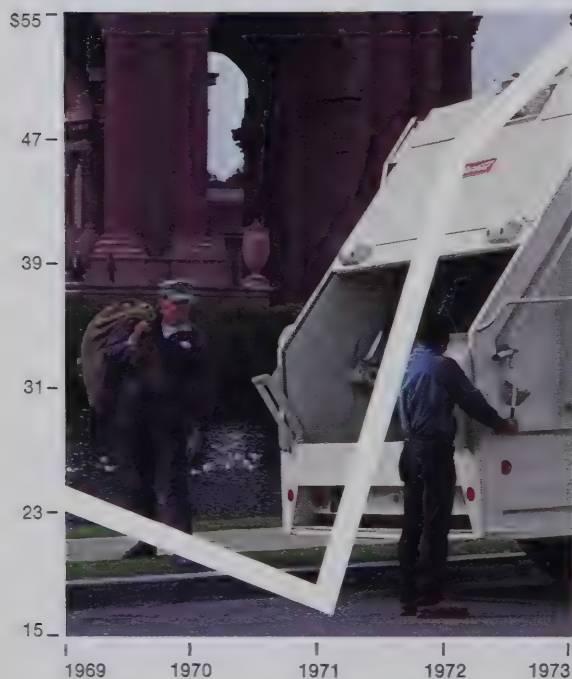
Sales of cold-formed metal parts for vehicle steering and suspension systems rose sharply in response to an 11 percent increase in U. S. and Canadian automobile and truck output. Rising costs, particularly for materials, and limitations on price increases narrowed margins so that group earnings were not proportionately benefited.

The improving trend for fluid power products which began in 1972 gained momentum in the past year. Redesigned products, an increased marketing effort, and rising cus-

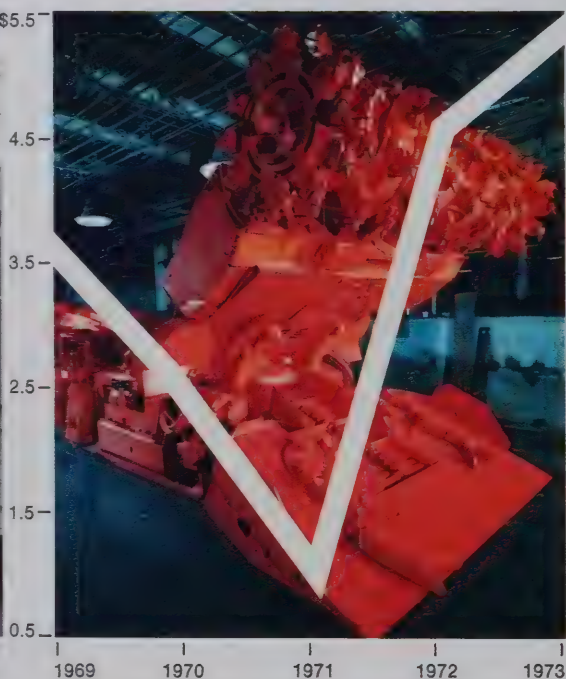
tomers needs contributed to strong sales gains for high-pressure hydraulic gear pumps and motors, directional control valves, hydrostatic transmissions and other advanced fluid power systems.

The 1974 outlook for the mobile equipment controls and components group is mixed. Demand from the automobile market will be down substantially, but this will be partially offset by the trend to smaller cars which use proportionately more of the group's cold forgings. Although the U. S. Department of Commerce 1974 Industrial Outlook projects continued gains for off-the-road mobile equipment, the full effect of the energy crisis on such important components as road building machinery is difficult to forecast. Further gains are anticipated for fluid power controls from new applications on mining and agricultural machinery and solid waste compactors.

Net sales—in millions



Profits before taxes—in millions



General Signal fluid power controls on trash compactors assist solid waste collection.

Hydraulic controls from General Signal are widely used on advanced mining machinery such as this continuous miner.

High-pressure hydraulic controls from General Signal are finding increasing application on agricultural equipment.









## HOME APPLIANCES

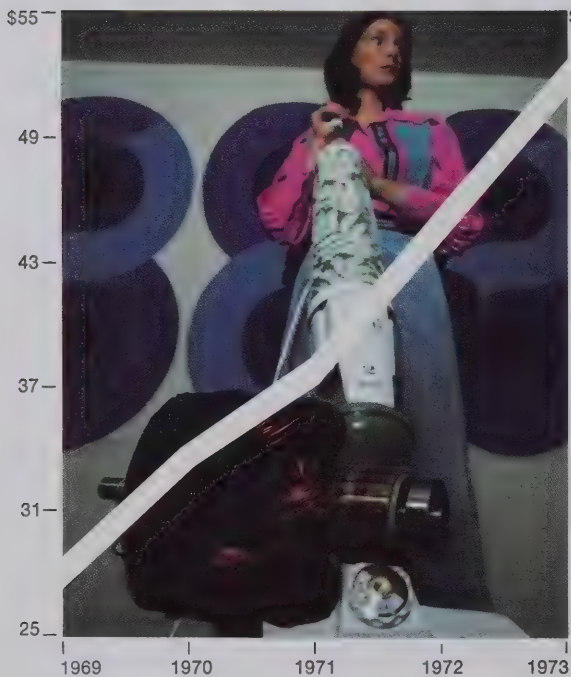
Sales of floor-care appliances reached record levels paced by Regina's market-leading Elektrikbroom® and its "budget upright" vacuum cleaner. Personal care appliances and electric motor-blower units also contributed to the higher volume. Sales of kitchen appliances declined. International marketing efforts were extended to Australia, the Caribbean, South Africa and the Near East and additional penetration of the Japanese and European markets was achieved.

Despite a 15 percent gain in sales, the appliance group's earnings before taxes registered a substantial decline as the result of losses incurred at the Iona kitchen appliance plant in Manchester, Connecticut. In mid-February we decided to discontinue the manufacture of kitchen appliances in the United States. We are transferring certain

manufacturing assets to our electric motor plant in Pennsylvania and our appliance plant in Canada. In Canada, where our kitchen appliances have been very successful, we will continue to offer them together with a broad line of personal care and floor care appliances.

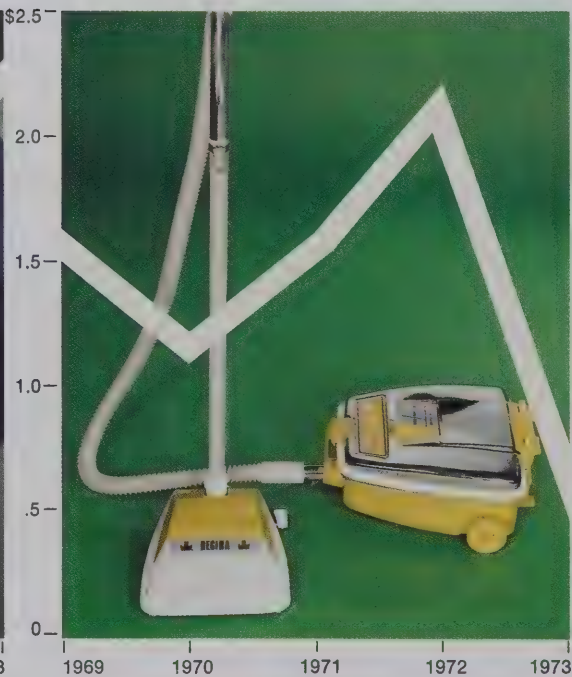
Most major economic forecasters predict that sales of consumer appliances will decline in 1974 from last year's record levels. General Signal's home appliances group expects to outperform the appliance industry generally. Floor-care appliances traditionally are less sensitive to changes in overall consumer demand. Beyond this, we expect a stronger performance from our Canadian appliance unit, and Regina's exciting new products, including the just introduced Duo-Vac™ combination upright and canister vacuum, are expected to increase penetration of the floor-care market.

Net sales—in millions



Small electric motors from General Signal are supplied to Regina and other home appliance manufacturers.

Profits before taxes—in millions



With power head added, Regina's new Duo-Vac™ combines the virtues of an upright and a canister vacuum.

Regina's popular "budget upright," seen right, blows carpet dirt up through the handle into the top of the collection bag for more efficient, lower-power cleaning. ►









## **FINANCIAL REVIEW**

### **1973 GENERAL SIGNAL OPERATIONS**

The year 1973 was an important year of expansion for General Signal. At \$20,000,000, capital expenditures were almost twice as high as in any previous year, and exceeded depreciation by \$12,500,000.

A considerable percentage of 1973 capital expenditures went for increased manufacturing space, including construction of the largest plant in the world devoted to the manufacture of controls and related equipment for the water pollution control market. This 550,000-square-foot facility was ready for occupancy before year end and the move into it is now complete.

Working capital needs increased sharply during 1973 in response to a substantial increase in sales and orders. Inventories rose 29 percent to \$107,039,000 and accounts receivable grew 21 percent to \$70,198,000. At year end the ratio of current assets to current liabilities of 2.34

compared to 2.61 at December 31, 1972.

Demands for capital expenditures and working capital exceeded internally generated cash flow. At year end, notes payable to banks, commercial paper and long-term debt outstanding aggregated \$35,075,000 compared to \$11,704,000 a year earlier.

Despite shortages and rising prices of raw materials and certain purchased components, an aggressive cost reduction program enabled General Signal to maintain before-tax profits as a percentage of sales at the 1972 level of 9 percent. After-tax profits rose from 4.7 percent of sales to 4.8 percent as the effective tax rate declined to a little over 46 percent from 47.5 percent in 1972, primarily due to increased investment tax credit.



(In Thousands)

	Quarter Ended				1973
	March 31	June 30	Sept. 29	Dec. 31	Total
Net Sales . . . . .	\$ 92,163	\$ 98,104	\$ 95,908	\$ 105,947	\$ 392,122
Earnings before income taxes . .	\$ 7,583	\$ 8,712	\$ 8,801	\$ 10,149	\$ 35,245
Net earnings . . . . .	\$ 3,894	\$ 4,601	\$ 4,670	\$ 5,828	\$ 18,993
Fully diluted earnings per average share of common stock	\$ .52	\$ .60	\$ .62	\$ .77	\$ 2.51
Average fully diluted shares outstanding . . . . .	7,543,000	7,566,000	7,571,000	7,575,000	7,575,000





## FIVE YEAR REVIEW

### FINANCIAL HIGHLIGHTS

	<u>1973</u>	<u>1972</u>	<u>1971</u>	<u>1970</u>	<u>1969</u>
<b>Operating data</b>					
Revenues:					
Net sales . . . . .	\$392,122,000	\$347,328,000	\$250,185,000	\$237,813,000	\$224,335,000
Other income—net . . . . .	2,223,000	1,351,000	1,395,000	1,856,000	1,131,000
	<u>394,345,000</u>	<u>348,679,000</u>	<u>251,580,000</u>	<u>239,669,000</u>	<u>225,466,000</u>
Cost and expenses:					
Cost of sales and operating expenses . . . . .	279,470,000	248,262,000	177,319,000	170,386,000	157,696,000
Selling and administrative expenses . . . . .	77,544,000	68,184,000	50,621,000	47,381,000	44,072,000
Interest expense . . . . .	2,086,000	949,000	962,000	1,572,000	1,269,000
	<u>359,100,000</u>	<u>317,395,000</u>	<u>228,902,000</u>	<u>219,339,000</u>	<u>203,037,000</u>
Earnings before taxes . . . . .	35,245,000	31,284,000	22,678,000	20,330,000	22,429,000
Provision for taxes . . . . .	16,252,000	14,846,000	10,743,000	9,638,000	11,637,000
Net earnings . . . . .	<u>18,993,000</u>	<u>16,438,000</u>	<u>11,935,000</u>	<u>10,692,000</u>	<u>10,792,000</u>
Dividend requirement on Series A preferred . . . . .	—	1,246,000	1,903,000	1,924,000	1,988,000
Net earnings applicable to common stock . . . . .	<u>\$ 18,993,000</u>	<u>\$ 15,192,000</u>	<u>\$ 10,032,000</u>	<u>\$ 8,768,000</u>	<u>\$ 8,804,000</u>
Earnings per average share of common stock . . . . .	\$ 2.51	\$ 2.40	\$ 2.12	\$ 1.87	\$ 1.90
Average common shares outstanding . . . . .	7,575,000	6,333,500	4,738,000	4,683,000	4,642,000
Dividends per common share . . . . .	\$ .661	\$ .63	\$ .60	\$ .60	\$ .60
<b>Comparable share data assuming full conversion*</b>					
Net earnings . . . . .	\$ 18,993,000	\$ 16,438,000	\$ 11,935,000	\$ 10,692,000	\$ 10,792,000
Average common shares . . . . .	7,575,000	7,547,800	6,275,233	6,287,564	6,302,857
Fully diluted earnings per share . . . . .	<u>\$ 2.51</u>	<u>\$ 2.18</u>	<u>\$ 1.90</u>	<u>\$ 1.70</u>	<u>\$ 1.71</u>
<b>Balance sheet data</b>					
Working capital . . . . .	\$109,837,000	\$ 92,920,000	\$ 70,872,000	\$ 72,022,000	\$ 67,083,000
Current ratio . . . . .	2.3x	2.6x	2.6x	3.0x	2.9x
Net property, plant and equipment . . . . .	\$ 75,361,000	\$ 63,451,000	\$ 44,142,000	\$ 43,799,000	\$ 40,437,000
Capital expenditures . . . . .	19,522,000	11,325,000	5,608,000	7,878,000	7,148,000
Depreciation and amortization . . . . .	7,590,000	7,607,000	5,072,000	4,908,000	4,413,000
Total assets . . . . .	274,328,000	220,362,000	164,255,000	158,497,000	148,079,000
Long-term debt . . . . .	15,995,000	899,000	4,965,000	13,654,000	11,960,000
Stockholders' equity . . . . .	\$168,146,000	\$153,005,000	\$112,496,000	\$104,806,000	\$ 97,885,000
Return on stockholders' equity . . . . .	11.3%	10.7%	10.6%	10.2%	11.0%
Book value per share . . . . .	\$ 22.20	\$ 20.27	\$ 17.92	\$ 16.67	\$ 15.53
<b>Other data</b>					
Total Shareholders . . . . .	7,687	7,801	6,673	6,952	8,091
Total Employees . . . . .	14,361	12,839	9,849	9,692	10,664

\* All figures assume full conversion of preferred stock. Since substantially all Series A preferred stock was converted prior to 1972 year end, comparisons should be made on this basis for purposes of consistent measurement.

Note: All amounts have been restated to reflect 1971, 1972 and 1973 poolings of interests as well as the 100% common stock distribution of January 3, 1972.



**CONSOLIDATED STATEMENT OF EARNINGS***Years Ended December 31, 1973 and 1972*

	1973	1972 (as restated)
<b>REVENUES:</b>		
Net sales . . . . .	\$392,122,000	\$347,328,000
Other income, net . . . . .	<u>2,223,000</u>	<u>1,351,000</u>
	394,345,000	348,679,000
<b>COSTS AND EXPENSES:</b>		
Cost of sales and operating expenses . . . . .	279,470,000	248,262,000
Selling and administrative expenses . . . . .	77,544,000	68,184,000
Interest expense . . . . .	<u>2,086,000</u>	<u>949,000</u>
	359,100,000	317,395,000
Earnings before income taxes . . . . .	35,245,000	31,284,000
Provision for U. S., foreign and state income taxes (note 3) . . . . .	<u>16,252,000</u>	<u>14,846,000</u>
<b>NET EARNINGS</b> . . . . .	<u>\$ 18,993,000</u>	<u>\$ 16,438,000</u>
Earnings per average share of common stock (note 1) . . . . .	<u>\$ 2.51</u>	<u>\$ 2.40</u>
Fully diluted earnings per average share of common stock assuming full conversion of Series A preferred stock in 1972 (note 1) . . . . .	<u>\$ 2.51</u>	<u>\$ 2.18</u>

*See accompanying notes to consolidated financial statements*



**CONSOLIDATED BALANCE SHEETS**

December 31, 1973 and 1972

<b>Assets</b>	<b>1973</b>	<b>1972</b> <b>(as restated)</b>
<b>CURRENT ASSETS:</b>		
Cash . . . . .	\$ 10,197,000	\$ 6,782,000
Accounts receivable, trade and contract, less allowance— 1973, \$2,960,000; 1972, \$2,699,000 (as restated) . . . . .	68,163,000	56,955,000
Other receivables . . . . .	2,035,000	1,082,000
	<u>70,198,000</u>	<u>58,037,000</u>
Contract work in process, at estimated billing amount . . . . .	3,166,000	1,974,000
Inventories (note 1):		
Raw materials, purchased parts and work in process . . . . .	67,309,000	47,939,000
Finished goods . . . . .	39,730,000	34,957,000
	<u>107,039,000</u>	<u>82,896,000</u>
Prepaid expenses . . . . .	1,347,000	1,072,000
<b>TOTAL CURRENT ASSETS</b> . . . . .	<u>191,947,000</u>	<u>150,761,000</u>
 <b>PROPERTY, PLANT AND EQUIPMENT, at cost (note 1):</b>		
Land . . . . .	3,773,000	3,729,000
Buildings and leasehold improvements . . . . .	41,437,000	34,581,000
Machinery and equipment . . . . .	89,165,000	82,200,000
	<u>134,375,000</u>	<u>120,510,000</u>
Less allowance for depreciation and amortization . . . . .	59,014,000	57,059,000
Net property, plant and equipment . . . . .	<u>75,361,000</u>	<u>63,451,000</u>
 <b>INVESTMENTS AND OTHER ASSETS:</b>		
Investments at cost plus equity in undistributed earnings since acquisition (note 1) . . . . .	5,123,000	4,447,000
Patents and other intangibles, less amortization . . . . .	459,000	711,000
Other assets . . . . .	1,438,000	992,000
Total investments and other assets . . . . .	<u>7,020,000</u>	<u>6,150,000</u>
	<u><u>\$274,328,000</u></u>	<u><u>\$220,362,000</u></u>

See accompanying notes to consolidated financial statements



<b>Liabilities and Stockholders' Equity</b>	<b>1973</b>	<b>1972 (as restated)</b>
<b>CURRENT LIABILITIES:</b>		
Notes payable to banks . . . . .	\$ 18,921,000	\$ 10,380,000
Current maturities of long-term debt . . . . .	159,000	425,000
Accounts payable . . . . .	20,904,000	15,051,000
Dividends payable . . . . .	1,328,000	1,247,000
Accrued expenses . . . . .	25,197,000	20,916,000
Income taxes . . . . .	13,863,000	8,056,000
Deferred income taxes (note 3) . . . . .	1,738,000	1,766,000
<b>TOTAL CURRENT LIABILITIES . . . . .</b>	<b>82,110,000</b>	<b>57,841,000</b>
<b>LONG-TERM DEBT:</b>		
Notes payable to banks (note 4) . . . . .	15,246,000	289,000
Mortgages payable and other . . . . .	908,000	1,035,000
	16,154,000	1,324,000
Less current maturities . . . . .	159,000	425,000
Total long-term debt . . . . .	15,995,000	899,000
<b>OTHER NON-CURRENT LIABILITIES:</b>		
Deferred income taxes (note 3) . . . . .	3,620,000	2,727,000
Non-current portion of deferred compensation and pension reserves (note 2) . . . . .	2,352,000	3,757,000
Other liabilities . . . . .	2,105,000	2,133,000
Total other non-current liabilities . . . . .	8,077,000	8,617,000
<b>STOCKHOLDERS' EQUITY (notes 5 and 6):</b>		
Cumulative preferred stock, par value \$5.00 per share. Authorized 2,000,000 shares.		
Common stock:		
Authorized 20,000,000 shares; issued 7,652,000 in 1973 and 7,659,000 (as restated) in 1972, at stated value . . . . .	18,763,000	18,769,000
Additional paid-in capital . . . . .	39,802,000	39,030,000
Retained earnings . . . . .	110,069,000	96,087,000
	168,634,000	153,886,000
Less common stock in treasury, 58,000 in 1973 and 110,000 in 1972, at cost . . . . .	488,000	881,000
Total stockholders' equity . . . . .	168,146,000	153,005,000
	<b>\$274,328,000</b>	<b>\$220,362,000</b>

See accompanying notes to consolidated financial statements



**CONSOLIDATED STATEMENT OF CHANGES  
IN FINANCIAL POSITION**

Years Ended December 31, 1973 and 1972

	1973	1972 (as restated)
<b>RESOURCES PROVIDED:</b>		
Resources provided from operations:		
Net earnings . . . . .	\$18,993,000	\$16,438,000
Add (deduct) items not causing inflow or outlay of current period working capital:		
Depreciation and amortization (note 1) . . . . .	7,590,000	7,607,000
Provision for deferred incomes taxes—non-current . . . . .	602,000	494,000
Equity in earnings of non-consolidated affiliates (note 1) . . . . .	(906,000)	(502,000)
Total resources provided from operations . . . . .	26,279,000	24,037,000
Pension and other anticipated costs resulting from acquisitions (note 2) . . . . .	—	4,333,000
Issuance of common stock in exchange for purchased company (note 2) . . . . .	—	29,190,000
Long-term revolving credit agreement (note 4) . . . . .	15,000,000	—
Dividends received from non-consolidated affiliates (note 1) . . . . .	230,000	401,000
Sale of stock under stock option plans (note 6) . . . . .	1,110,000	567,000
Sale and retirement of property, plant and equipment . . . . .	859,000	800,000
Issuance of common stock in conversion of Series A preferred stock (note 5) . . . . .	—	2,215,000
Decrease in patents and intangibles . . . . .	221,000	—
Increase in other non-current liabilities . . . . .	75,000	—
Other . . . . .	49,000	76,000
Total resources provided . . . . .	<u>\$43,823,000</u>	<u>\$61,619,000</u>

**RESOURCES APPLIED:**

Addition to property, plant and equipment:		
Net assets of purchased companies (note 2) . . . . .	\$ 806,000	\$15,841,000
Other capital expenditures . . . . .	19,522,000	11,325,000
Retirement of Series A preferred stock in connection with conversion and redemption (note 5) . . . . .	—	2,739,000
Redetermination of pension costs resulting from acquisition (note 2) . . . . .	1,121,000	—
Retirement of long-term debt . . . . .	—	4,066,000
Dividends declared . . . . .	5,011,000	5,241,000
Increase in patents and other intangibles . . . . .	—	231,000
Increase in other assets . . . . .	446,000	128,000
Increase in working capital . . . . .	16,917,000	22,048,000
Total resources applied . . . . .	<u>\$43,823,000</u>	<u>\$61,619,000</u>

**CHANGES IN WORKING CAPITAL:**

Increase (decrease) in current assets:		
Cash . . . . .	\$ 3,415,000	\$ 1,315,000
Accounts receivable . . . . .	12,161,000	14,393,000
Contract work in process . . . . .	1,192,000	1,190,000
Inventories . . . . .	24,143,000	19,704,000
Prepaid expenses . . . . .	275,000	286,000
	41,186,000	36,888,000
Decrease (increase) in current liabilities:		
Notes payable to banks . . . . .	(8,541,000)	(7,055,000)
Current maturities of long-term debt . . . . .	266,000	478,000
Accounts payable . . . . .	(5,853,000)	(1,789,000)
Accrued expenses . . . . .	(4,281,000)	(5,974,000)
Income taxes—payable and deferred . . . . .	(5,779,000)	(345,000)
Dividends payable . . . . .	(81,000)	(155,000)
	(24,269,000)	(14,840,000)
Changes in working capital . . . . .	<u>\$16,917,000</u>	<u>\$22,048,000</u>



**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY***Years Ended December 31, 1973 and 1972*

	Series A Cumulative Preferred Stock	Common Stock	Additional Paid in Capital	Retained Earnings	Common Stock in Treasury
Balance at December 31, 1971:					
General Signal Corporation . . . . .	\$2,306,000	\$16,021,000	\$ 9,907,000	\$ 84,534,000	\$ (998,000)
Acquisition of pooled company (note 2) . . . . .		22,000	348,000	356,000	
	<u>2,306,000</u>	<u>16,043,000</u>	<u>10,255,000</u>	<u>84,890,000</u>	<u>(998,000)</u>
Net earnings . . . . .				16,438,000	
Dividends declared:					
On Series A preferred . . . . .				(1,246,000)	
On common—\$.63 per share . . . . .				(3,683,000)	
On pooled companies prior to acquisition . . . . .				(312,000)	
Exercise of stock options (note 6) . . . . .		20,000	547,000		
Common stock issued for purchased company . . . . .		1,200,000	27,990,000		
Redemptions and conversions of preferred stock (note 5) . . . . .	(2,306,000)	1,520,000	262,000		
Transactions in treasury stock (note 5) . . . . .		(14,000)	(24,000)		117,000
Balance at December 31, 1972 (as restated) . . . . .	<u>—</u>	<u>18,769,000</u>	<u>39,030,000</u>	<u>96,087,000</u>	<u>(881,000)</u>
Net earnings . . . . .				18,993,000	
Dividends declared:					
On common—\$.661 per share . . . . .				(5,011,000)	
Exercise of stock options (note 6) . . . . .		15,000	779,000		316,000
Transactions in treasury stock (note 5) . . . . .		(21,000)	(7,000)		77,000
Balance at December 31, 1973 . . . . .	<u>\$ —</u>	<u>\$18,763,000</u>	<u>\$39,802,000</u>	<u>\$110,069,000</u>	<u>\$ (488,000)</u>

*See accompanying notes to consolidated financial statements*



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 1973 and 1972

**(1) Summary of Accounting Policies.***Consolidation:*

The consolidated financial statements include the accounts of the company and its foreign and domestic subsidiaries. Investments in certain minor foreign subsidiaries, as well as 50 percent or less owned companies, are stated at cost plus equity in undistributed earnings since acquisition. Net assets outside the United States comprise approximately 12 percent of the total and are located principally in Canada.

All significant intercompany transactions are eliminated.

*Translation of Foreign Currency:*

Current assets and current liabilities are translated at rates of exchange in effect at the close of the period. The company translates foreign currency long-term receivables at rates of exchange in effect when the sales were made and translates foreign currency long-term debt at rates of exchange in effect when these obligations were incurred. There would not be a significant change in long-term receivables or debt if translated at rates of exchange in effect on December 31, 1973. Revenue and expense accounts are translated at an average of exchange rates in effect during the year, except for depreciation and amortization which are translated at rates of exchange in effect when the respective assets were acquired.

The company charged net unrealized exchange losses to income in 1972. In 1973 net unrealized gains were deferred in other liabilities and will offset future unrealized losses. These amounts were immaterial in both years.

*Inventories:*

Inventories are stated at the lower of cost or market, cost being determined principally on the basis of average costs.

*Depreciation:*

The company and its subsidiaries provide for depreciation of plant and equipment using the straight-line method over the estimated useful lives. Accelerated depreciation is used for Federal income tax purposes.

Depreciation and amortization charged to operations amounted to \$7,590,000 in 1973 and \$7,607,000 in 1972.

*Maintenance and Repairs:*

Costs of maintenance and repairs are charged to operations. Costs of renewals and betterments, where significant in amount, are capitalized and deductions are made for retirements resulting from the renewals or betterments.

*Research and Development Costs:*

Research and development expenditures are charged to operations as incurred.

*Pensions:*

The company and its subsidiaries have in effect a number of pension plans for salaried and hourly-paid employees. Cost of the plans charged to operations, including amortization of the past service costs over periods not exceeding 30 years, amounted to \$4,703,000 in 1973 and \$4,295,000 in 1972.

The company's policy is to fund accrued pension costs.

*Earnings Per Share:*

For 1973, earnings per share of common stock is calculated by dividing net earnings by the weighted average number of common shares outstanding (7,575,000 shares); while 1972 earnings per share is calculated by dividing net earnings, after deducting the preferred dividend payments, by the weighted average number of common shares outstanding (6,333,500 shares).

For 1973, fully diluted earnings per share is the same as primary earnings per share, since the Series A preferred stock was converted into common stock in December 1972. For 1972, fully diluted earnings per share is calculated assuming that the Series A preferred stock was converted at the beginning of the year. This resulted in a weighted average number of shares outstanding of 7,575,000 shares in 1973 and 7,547,800 in 1972.

All figures are adjusted for 1973 pooling of interests.

**(2) Acquisitions.***Pooling of Interests:*

During 1973, the company acquired the Bird Archer Company, Ltd., a supplier of specialty chemicals, water treatment laboratory services and conditioning of heavy fuel oil for 21,988 shares of the company's common stock. The consolidated financial statements for 1972 have been restated. Accordingly, 1972 net sales and net earnings were increased by \$1,515,000 and \$56,000 respectively.

*Purchases:*

The company acquired as of January 1, 1973 the common stock of Greey Mixing Ltd., a producer of fluid mixing equipment for industrial process applications and of aeration equipment for municipal and industrial wastewater treatment for \$1,500,000 with an additional \$1,000,000 contingent upon certain earnings levels being attained.

As of January 1, 1972, the company acquired the



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(continued)

common stock of the Layne & Bowler Pump Company for \$4,535,000 and the common stock of the Colorado Manufacturing Company for 1,200,000 shares of the company's common stock. These companies produce vertical turbine pumps, instrumentation and control equipment and cold formed parts.

The excess of acquired net assets over cost in both of these companies has been allocated to reduce the values assigned to non-current assets in determining their fair values. A reduction of assumed pension liabilities resulting from a final actuarial determination of vested benefits for one of these 1972 purchased companies has been allocated to non-current assets in 1973.

### (3) Income Taxes.

Deferred income taxes result primarily from the use of different methods for recording depreciation, long-term construction contract revenues and deferred compensation as well as anticipated costs of a plant closing and transfer of its operations.

The provision for income taxes includes (a) foreign taxes of \$1,298,000 in 1973 and \$1,145,000 in 1972, (b) state, Canadian provincial and local income taxes of \$2,559,000 in 1973 and \$1,679,000 in 1972, and (c) deferred, primarily Federal taxes, of \$1,115,000 and \$1,442,000 in 1973 and 1972 respectively.

The company's effective tax rate is less than the Federal statutory rate of 48 percent by 1.9 percent in 1973 and 0.5 percent in 1972, primarily because of investment tax credits which are accounted for under the flow-through method for both financial and income tax purposes (\$785,000 in 1973 and \$482,000 in 1972), and other amounts in each year which are indefinitely postponed from U. S. taxable income. These reductions are partially offset by state and local income taxes included in the 1973 and 1972 provisions.

Undistributed earnings of non-consolidated companies are not expected to be paid to the company as dividends, since future investment requirements are in excess of these earnings. However, if such earnings were remitted, the applicable income taxes payable would not be significant.

### (4) Long-Term Debt.

Included in the long-term debt at December 31, 1973 is \$15,000,000 under a revolving credit and term loan agreement. On either July 1, 1975 or July 1, 1976, this agreement may be converted at the company's option to term notes, which are payable over a five-year period in equal quarterly installments commencing either on September 30, 1975 or September 30, 1976.

During the term of the revolving credit agreement, interest is charged at the prime rate, and for the first three years thereafter, at  $\frac{1}{4}$  percent in excess of prime, and at  $\frac{1}{2}$  percent in excess of prime for the remaining period. This agreement provides, among other things, for the maintenance of stipulated working capital and tangible net worth ratios.

### (5) Capital Stock.

#### *Preferred Stock:*

All the Series A preferred stock was called for redemption prior to December 13, 1972 at \$105.00 per share plus accrued dividends. Of the 461,147 shares of preferred stock retired during 1972, 456,820 shares were converted into 1,521,499 shares of common stock and 4,327 shares were redeemed.

#### *Common Stock:*

On April 21, 1969 par value of the company's common stock was changed from \$6.67 to \$1.00. The common shares outstanding (1,959,559) at April 18, 1969 are carried at a stated value of \$6.67 per share, aggregating \$13,070,259, while shares issued subsequent to that date are carried at the par value of \$1.00 per share.

#### *Treasury Stock:*

Transactions during 1973 and 1972 are as follows:

	Number of shares	
	1973	1972
Balance at beginning of year . . . . .	109,621	125,520
Treasury stock retired for subsequent issuance of common stock in connection with acquisitions (see note 2) . . . . .	(21,988)	(13,500)
Common stock issued under the company's incentive compensation plan . . . . .	(2,003)	(2,399)
Common stock issued upon the exercise of stock options (note 6) . . . . .	(28,090)	—
Balance at end of year . . . . .	<u>57,540</u>	<u>109,621</u>

### (6) Stock Option Plans.

Under a stock option plan approved by stockholders on April 16, 1971, options may be granted to key employees to purchase a maximum of 160,000 shares of the company's common stock. Under the 1959 plan, which terminated at the time the 1971 plan was adopted, no additional options may be granted. Options outstanding under the 1959 plan were granted at the fair market value on the date such options were granted and are exercisable over a period of five years. Options granted under the 1971 plan may include options which can be exercised, in whole or in part, either as qualified or as non-qualified options, at the determination of the recipient. Qualified options are exercisable over a five-year



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(continued)

period from date of grant, and non-qualified options are exercisable over a ten-year period. The option price for the shares covered by each option is the fair market value on the date such option is granted.

At December 31, 1973, 178,350 shares of common stock are reserved for issuance under these plans.

An additional 13,800 shares are reserved for stock options which were assumed by the company upon acquisition of Mixing Equipment Co., Inc.

The following table summarizes the plan for 1973 and 1972:

	1971 Plan	1959 Plan
Shares under option at January 1, 1972—at prices ranging from \$23.25 to \$35.75 . . . . .	36,400	72,752
Options granted during 1972—at prices ranging from \$48.50 to \$55.65 . . . . .	14,000	—
1973—at prices ranging from \$42.40 to \$53.00 . . . . .	31,700	—
Options exercised during 1972—at prices ranging from \$23.25 to \$35.75 . . . . .	3,250	16,362
1973—at prices ranging from \$23.25 to \$35.75 . . . . .	500	33,290
Options terminated during 1973 . . . . .	—	1,000
Shares under option at December 31, 1972—at prices ranging from \$23.25 to \$55.65 . . . . .	47,150	56,390
1973—at prices ranging from \$23.25 to \$55.65 . . . . .	78,350	22,100
Shares exercisable at December 31, 1973— at prices ranging from \$24.68 to \$55.65 . . . . .	<u>28,050</u>	<u>20,100</u>

### (7) Incentive Compensation Plan.

The company's incentive compensation plan provides for awards to officers and key employees in cash, common stock of the company, or both. Payment of such awards may be made currently or deferred. The stockholder approved plan limits the total amount which can be provided in any one year to 10 percent of the amount

by which net earnings (as defined in the plan) exceed 5 percent of average capital investment (as defined in the plan) during the year. At December 31, 1973 a total of 18,142 shares of common stock were reserved for issuance as deferred compensation.

### (8) Lease Commitments.

For disclosure purposes, the company and its subsidiaries have classified lease arrangements as either finance or operating leases. A finance lease has been defined as one which, during the non-cancellable lease period, either (i) covers 75 percent or more of the economic life of the property or (ii) has terms which assure the lessor a full recovery of the fair market value of the property at the inception of the lease, plus a reasonable return on the use of the assets invested.

The company occupies certain manufacturing and office facilities under lease arrangements. Total rental expenses under cancellable and non-cancellable leases aggregated \$4,411,000 in 1973 and \$4,281,000 in 1972. Finance lease rental expenses included in those amounts were \$211,000 and \$195,000 respectively. The balance was operating lease rentals.

A summary of non-cancellable long-term lease commitments are as follows:

Year Ending December 31	Finance Leases	Total Non-cancellable Leases
1974	\$185,000	\$1,586,000
1975	151,000	1,292,000
1976	120,000	1,076,000
1977	23,000	739,000
1978	18,000	637,000
1979-1983	77,000	2,821,000
1984-1988	73,000	2,454,000
1989-1993	73,000	380,000
Remainder	269,000	327,000

If finance leases had been capitalized during the years ended December 31, 1973 and 1972, net income would not have been affected significantly.

## REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors  
General Signal Corporation:

We have examined the consolidated balance sheets of General Signal Corporation and consolidated subsidiaries at December 31, 1973 and December 31, 1972 and the related statements of earnings, stockholders' equity and changes in financial position for each year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests of the accounting records and such other auditing procedures as we considered

necessary in the circumstances.

In our opinion, the accompanying consolidated financial statements present fairly the financial position of General Signal Corporation and consolidated subsidiaries at December 31, 1973 and December 31, 1972 and the results of their operations and changes in financial position for each year then ended, in conformity with generally accepted accounting principles applied on a consistent basis.

PEAT, MARWICK, MITCHELL & CO.  
New York, N. Y., February 8, 1974



## **Directors**

RICHARD G. CROFT\*  
F. ARNOLD DAUM  
PHILIP R. FORTUNE  
EDWARD W. FRANKLIN  
FRED H. GORDON, JR.  
JOHN P. HORGAN  
PETER J. KING, JR.  
LANNON F. MEAD  
W. E. MUELLER  
NATHAN R. OWEN  
GARDNER D. STOUT  
HAROLD A. STRICKLAND, JR.

\*Deceased December 30, 1973

## **Officers**

NATHAN R. OWEN  
*Chairman*  
HAROLD A. STRICKLAND, JR.  
*President*  
PHILIP R. FORTUNE  
*Chairman of the Executive  
Committee and Group Executive*  
EDWARD W. FRANKLIN  
*Vice President, Secretary and  
General Counsel*  
ROBERT T. DAVID  
*Vice President-Finance  
and Treasurer*  
PAUL GIBIAN  
*Vice President and Group Executive*  
JAMES F. GORMELEY  
*Vice President-Manufacturing*  
RIAL O. HERREMAN  
*Vice President-Employee Relations*  
JOHN T. ROSSELLO  
*Vice President and Group Executive*

## **Transfer Agent and Registrar**

Marine Midland Bank-New York

## **Auditors**

Peat, Marwick, Mitchell & Co.  
New York, New York

## **Listings**

General Signal Corporation common stock is listed and traded on the New York and Pacific Coast stock exchanges under the symbol GSX.

## **United States and Canadian Operating Units**

### **ENVIRONMENTAL AND INDUSTRIAL PROCESS CONTROLS**

*Aurora Pump*, Aurora, Ill., Los Angeles, Calif. and Toronto, Ont.  
*B I F*, Providence, R. I., Largo, Fla., Walden, N. Y. and Toronto, Ont.  
*DeZurik*, Sartell, Minn., McMinnville, Tenn. and Cambridge, Ont.  
*Greey Mixing Equipment*, Toronto, Ont.  
*Kinney Vacuum*, Boston, Mass.  
*Marsh Instrument*, Skokie, Ill., Houston, Tex. and Edmonton, Alberta  
*Mixing Equipment*, Rochester, N. Y.  
*Perolin*, Wilton, Conn., Chicago, Ill., Atlanta, Ga., Cobourg and Rexdale, Ont.

### **TRANSPORTATION CONTROLS**

*Axel Electronics*, Jamaica, N. Y.  
*Cardion Electronics*, Woodbury, N. Y.  
*General Railway Signal*, Rochester, N. Y.  
*Henschel*, Amesbury, Mass.  
*New York Air Brake*, Watertown, N. Y.

### **BUILDING PROTECTION AND CONTROLS**

*Cincinnati Time Recorder*, Cincinnati, Ohio  
*Edwards*, Norwalk, Conn., Pittsfield, Me. and Owen Sound, Ont.  
*Electrons*, Fairfield, N. J.  
*Guardian Light*, Oak Park, Ill.  
*O.Z./Gedney*, Terryville, Conn., Brooklyn, N. Y. and Shoemakersville, Pa.

### **MOBILE EQUIPMENT CONTROLS AND COMPONENTS**

*Dynapower*, Stratopower, Watertown, N. Y.  
*Hydreco*, Kalamazoo and Sterling Heights, Mich.  
*Metal Forge*, Columbus, Stryker and Deshler, O.

### **HOME APPLIANCES**

*General Signal Appliances*, Welland, Ont.  
*G.S. Electric*, Carlisle, Pa.  
*Regina*, Rahway, N. J.

## **International and Other Operations**

*Algemene Sein Industrie N.V.*, Utrecht, Netherlands  
*Cincinnati Time Recorder Co. of Australia Pty. Ltd.*, Sydney  
*Decision Concepts, Inc.*, New York, N. Y.  
*DeZurik*, Cramlington, England  
*DeZurik of Australia Pty. Ltd.*, Sunbury, Victoria  
*G E C-General Signal Ltd.*, London, England  
*G. R. S. Co. de Argentina, S.A.*, Buenos Aires  
*G. R. S. de Mexico*, Mexico City  
*General Signal of Canada Ltd.*, Welland, Ont.  
*Hamworthy Hydraulics Limited*, Poole, England  
*Lightnin Mixers Limited*, Poynton, England  
*Lightnin Mixers Pty. Limited*, Stanmore, Australia  
*Lightnin Belgium S.A.*, Frameries  
*The Perolin Company Ltd.*, London, England  
*Perochem N.V.*, Rotterdam, Netherlands

*An Equal Opportunity Employer*





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